

WYATT, TARRANT & COMBS

1500 NASHVILLE CITY CENTER

511 UNION STREET

NASHVILLE, TENNESSEE 37219-1750

615 244-0020
FAX: 615 256-1726

CITIZENS PLAZA
LOUISVILLE, KY 40202-2898
502 589-5235

1700 LEXINGTON FINANCIAL CENTER
LEXINGTON, KY 40507-1746
859 233-2012

29 MUSIC SQUARE EAST
NASHVILLE, TN 37203-4322
615 255-6161

TAYLOR-SCOTT BUILDING
FRANKFORT, KY 40601-1807
502 223-2104

EXECUTIVE SECRETARY
101 WEST SPRING STREET, SUITE 500
NEW ALBANY, IN 47150-3610
812 945-3561

6800 POPLAR AVENUE, SUITE 200
MEMPHIS, TN 38138-7445
901 537-1000

WRITER'S DIRECT DIAL NUMBER

615 251-6713
kwalkup@wyattfirm.com

July 3, 2000

K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37219

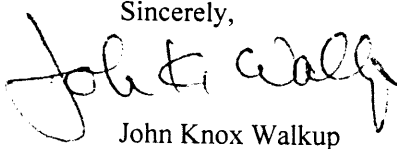
VIA HAND DELIVERY

RE: Application of Memphis Networkx, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light, Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L") for Approval of Agreement between MLGW and A&L regarding Joint Ownership of Memphis Networkx, LLC; Docket No. 99-00909 - Motion for Permission to File, at a Later Date, the Affidavit of George Alexander Lowe, II, In Opposition to Intervenor's Motion to Lift Protective Order

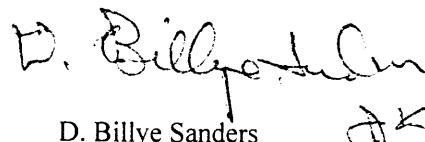
Dear Mr. Waddell:

Enclosed you will find the original and thirteen (13) of the motion of Memphis Networkx, LLC, Memphis Light, Gas & Water Division and A&L Networks-Tennessee, LLC for Permission to File, at a Later Date, the Affidavit of George Alexander Lowe, II, In Opposition to Intervenor's Motion to Lift Protective Order.

Sincerely,



John Knox Walkup



D. Billye Sanders

JKW/kms

Enclosures

cc: Parties of Record
J. Maxwell Williams, Esq.
Ward Huddleston

POSTED
7600

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE: APPLICATION OF MEMPHIS)
NETWORK, LLC FOR A CERTIFICATE OF)
PUBLIC CONVENIENCE AND)
NECESSITY TO PROVIDE INTRASTATE)
TELECOMMUNICATION SERVICES)
AND JOINT PETITION OF MEMPHIS)
LIGHT, GAS AND WATER DIVISION,)
A DIVISION OF THE CITY OF MEMPHIS,)
TENNESSEE ("MLGW"), A&L)
NETWORKS-TENNESSEE, LLC ("A&L"))
FOR APPROVAL OF AGREEMENT)
BETWEEN MLGW AND A&L REGARDING)
JOINT OWNERSHIP OF MEMPHIS)
NETWORK, LLC.)

DOCKET NO. 99-00909

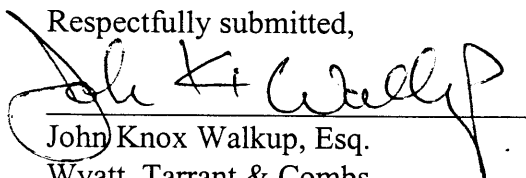
**MOTION FOR PERMISSION TO FILE, AT A LATER DATE,
THE AFFIDAVIT OF GEORGE ALEXANDER LOWE, II
IN OPPOSITION TO INTERVENORS' MOTION TO LIFT PROTECTIVE ORDER**

Applicants/Joint Petitioners hereby move that they be allowed to file, at a later date, the Affidavit of George Alexander Lowe, II, in opposition to Intervenor's Motion to Lift Protective Order.

Based upon the attached Affidavit of John Knox Walkup, it is asserted that Mr. Lowe should be allowed the ability to file an affidavit in relation to Intervenor's Motion to Lift Protective Order. Mr. Lowe is presently unavailable for the execution of such an affidavit and is unavailable to be contacted concerning such due to travel. This request is made to protect Mr. Lowe's ability to file an affidavit, as soon as is possible, in opposition to Intervenor's efforts to remove "protective order" status from Mr. Lowe's personal financial information.

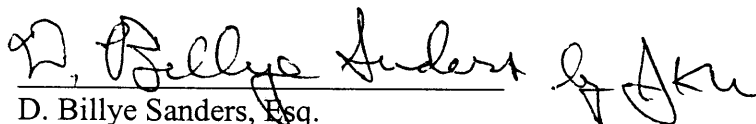
Accordingly, it is requested that Mr. Lowe be given the ability to file, as soon as practicable, his affidavit addressing the issues at bar which relate to public dissemination of the currently protected personal financial information.

Respectfully submitted,



John Knox Walkup, Esq.
Wyatt, Tarrant & Combs
511 Union Street, Suite 1500
Nashville, TN 37219-1720
(615) 244-0200

Attorney for A&L and
Memphis Networx, LLC



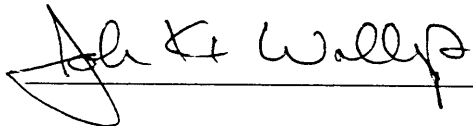
D. Billye Sanders, Esq.
Waller Landsen Dortch & Davis
A Professional Limited Liability Company
Nashville City Center
511 Union Street, Suite 2100
Nashville, TN 37219-8966
(615) 244-6380

Attorney for MLGW and
Memphis Networx, LLC

CERTIFICATE OF SERVICE

I, John Knox Walker, hereby certify that on this 3rd day of July, 2000,

a true and correct copy of the foregoing was delivered by hand delivery, facsimile or U.S. Mail
postage pre-paid to the Counsel of Record listed below.

, Esq.

Henry Walker, Esq.
Boult Cummings Conners & Berry, PLC
414 Union Street, Suite 1500
P. O. Box 198052
Nashville, TN 37219
Attorney for NEXTLINK, Tennessee, Inc.

Charles B. Welch, Jr., Esq.
Mathews, Branan, Bobango & Hellen, P.L.C.
618 Church Street, Suite 300
Nashville, TN 37219
Attorney for Time Warner of the Mid-South, L.P.
and the Tennessee Cable Telecommunications
Association

R. Dale Grimes, Esq.
Bass, Berry & Sims
2700 First American Center
Nashville, TN 37238
Attorney for Concord Telephone
Exchange, Inc., Humphreys County
Telephone Company, Tellico Telephone
Company, Inc., and Tennessee Telephone

Guy Hicks, Esq.
Patrick Turner, Esq.
BellSouth Telecommunications, Inc.
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300
Attorneys for Bell South
Telecommunications, Inc.

Lee J. Bloomfield, Esq.
Allen, Godwin, Morris, Laurenzi &
Bloomfield, P.C.
One Memphis Place
200 Jefferson Avenue, Suite 1400
Memphis, Tennessee 38103
Attorney for the International
Brotherhood of Electrical Workers
Union, Local 1288

Vance L. Broemel, Esq.
Consumer Advocate Division
Office of the Attorney General
& Reporter
Cordell Hull Building
425 5th Avenue North
Nashville, Tennessee 37243-0500
Consumer Advocate Division

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

| | | |
|------------------------------------|---|---------------------|
| IN RE: APPLICATION OF MEMPHIS |) | |
| NETWORK, LLC FOR A CERTIFICATE OF |) | |
| PUBLIC CONVENIENCE AND |) | |
| NECESSITY TO PROVIDE INTRASTATE |) | |
| TELECOMMUNICATIONS SERVICES |) | DOCKET NO. 99-00909 |
| AND JOINT PETITION OF MEMPHIS |) | |
| LIGHT GAS AND WATER DIVISION, |) | |
| A DIVISION OF THE CITY OF MEMPHIS, |) | |
| TENNESSEE ("MLGW") AND A&L |) | |
| NETWORKS-TENNESSEE, LLC ("A&L") |) | |
| FOR APPROVAL OF AGREEMENT |) | |
| BETWEEN MLGW AND A&L REGARDING |) | |
| JOINT OWNERSHIP OF MEMPHIS |) | |
| NETWORK, LLC |) | |

AFFIDAVIT OF JOHN KNOX WALKUP

| | | |
|--------------------|---|-----|
| STATE OF TENNESSEE |) | |
| |) | ss: |
| COUNTY OF DAVIDSON |) | |

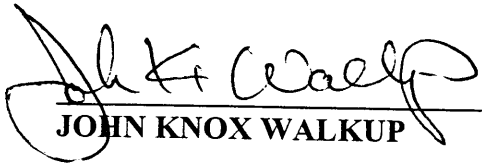
Having been duly sworn, I, John Knox Walkup, do attest to the following:

1. I am of majority age and have personal knowledge of the matters set forth herein.
2. I am counsel for Memphis Networx, LLC and A&L Networks-Tennessee, LLC in the above-styled proceeding.
3. Mr. George Alexander Lowe, II, is Manager for Aptus Networks, LLC and A&L Networks-Tennessee, LLC.
4. Having been involved in the circumstances leading up to the tendering of Mr. Lowe's personal financial information under the Protective Order in this action, I do state that it is my firm belief that Mr. Lowe would desire to submit an affidavit in opposition to the pending Motion to Lift the Protective Order.

5. Mr. Lowe, however, is unavailable to execute such an affidavit for filing today because of travel. I have not previously been aware of his unavailability. I am making this filing solely to protect his interests in this matter.

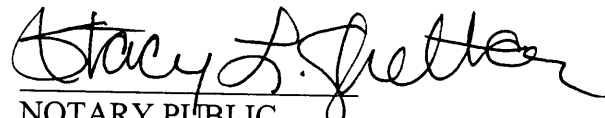
6. I would respectfully request that Mr. Lowe be allowed to submit an affidavit in relation to this Motion to Lift the Protective Order as soon as he is able to do so.

FURTHER THE AFFIANT SAITH NOT.


JOHN KNOX WALKUP

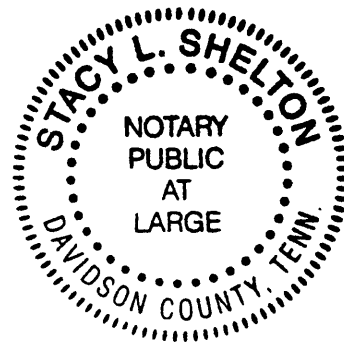
Personally appeared before me, Stacy L. Shelton, a Notary Public, JOHN KNOX WALKUP, the within named affiant, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 3rd day of July, 2000.


NOTARY PUBLIC

My Commission Expires:

March 23, 2002



My Commission Expires MAR 23, 2002